

BEFORE  
THE PUBLIC SERVICE COMMISSION OF  
SOUTH CAROLINA  
DOCKET NO. 96-289-C - ORDER NO. 97-234  
MARCH 25, 1997

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IN RE: Application for Approval of Merger between	)	ORDER
Charter Communications International, Inc.,	)	APPROVING
OCI Acquisition Corporation and Overlook	)	MERGER
Communications International, Corporation.	)	

This matter comes before the Public Service Commission of South Carolina (the "Commission") on the Application of Overlook Communications International, Corporation ("Overlook") requesting Commission approval of a transaction through which Overlook will merge with OCI Acquisition Corp. ("OCI"). The Application was filed pursuant to S.C. Code Ann. §58-9-310 (Supp. 1996).

By letter dated September 30, 1996, the Commission's Executive Director instructed Overlook to publish a prepared Notice of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notice of Filing was to inform interested parties of the Application and of the manner and time in which to file comments or pleadings for participation in this proceeding. The Applicant complied with the instructions of the Executive Director and submitted affidavits of publication as proof of compliance. No letters of protests or Petitions to Intervene were received by the Commission.

Pursuant to S.C. Code Ann. §58-9-310 (Supp. 1996), a public hearing regarding the Application was held in the Commission's hearing room at 111 Doctors Circle, Columbia, South Carolina, on March 5, 1997, at 10:30 a.m. The Honorable Guy Butler, Chairman, presided. The Applicant was not represented by counsel. The Commission Staff ("Staff") was represented by Catherine D. Taylor, Staff Counsel.

The Application reveals that Overlook is a privately held North Carolina corporation which operates as a non-dominant carrier that resells domestic and international long distance service purchased from various facilities based carriers, and Overlook provides intrastate telecommunications services pursuant to operating authority granted by the Commission in Docket No. 95-1118-C. OCI is a wholly owned subsidiary of Charter Communications International, Inc. ("Charter"). Charter is a non-regulated entity which provides internet access services. OCI was formed solely for the purpose of engaging in the transactions described in the Acquisition Agreement ("Agreement") between Overlook, OCI, and Charter, and OCI has otherwise conducted no prior activities.

Thomas Brinkman, Vice President of Operations for Overlook, appeared and offered testimony regarding the proposed merger. Mr. Brinkman testified that Overlook will be the surviving entity in the merger with OCI, and that as a result of the merger Charter will own all of the issued and outstanding shares of the common stock of Overlook. Mr. Brinkman also testified that Overlook will

continue to operate as a regulated entity pursuant to its present certificate and under its present tariff and rates. Further, Mr. Brinkman offered that the merger involves a change of ownership of the stock of the corporation only, that as a practical matter South Carolina customers will not be aware of the change, and that South Carolina customers will receive their present level of service uninterrupted. Mr. Brinkman also offered that approval of the merger is in the public interest in that Overlook would be better able to provide a streamlined level of service through enhanced operating efficiencies and that cost savings may result because of discounts on quantity ordering of materials and supplies.

Upon review of the Application, the evidence presented at the hearing, and the applicable law, the Commission makes the following findings of fact and conclusions of law:

**FINDINGS OF FACT**

1. Overlook is a privately held North Carolina corporation operating as a non-dominant carrier that resells domestic and international long distance service purchased from various facilities based carriers.
2. Overlook provides intrastate telecommunications services pursuant to operating authority granted by the Commission in Docket No. 95-1118-C.
3. Charter is a publicly held Nevada corporation and is a non-regulated entity which provides internet access services.
4. OCI is a wholly owned subsidiary of Charter. OCI was

formed solely for the purpose of engaging in the transactions described in the Agreement between Overlook, OCI, and Charter.

5. Pursuant to the Agreement which is the subject herein, OCI will merge with and into Overlook. The separate corporate entity of OCI will cease, and Overlook will be the surviving entity.

6. As the surviving entity of the merger, Overlook will continue to operate as a regulated entity pursuant to its present certificate and under its present tariff and rates.

7. As a result of the merger which involves a change of ownership of the stock of the corporation only, Charter will own all of the issued and outstanding shares of common stock of Overlook.

8. Because the merger involves only a change of ownership of the stock of the corporation, Overlook's customers will not be adversely affected and will continue to receive their present level of service uninterrupted.

#### CONCLUSIONS OF LAW

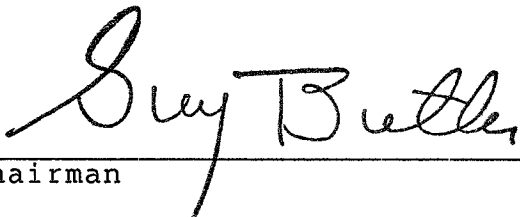
1. The merger between Charter, OCI, and Overlook described in the Application and in the testimony presented at the hearing on this matter is in the public interest, and, therefore, the Commission approves the requested merger.

2. Upon closure of the merger, Overlook will continue to provide telecommunications services to its customers in South Carolina pursuant to its currently approved tariff and rates.

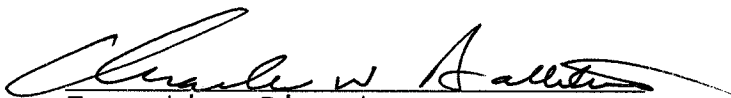
3. This Order shall remain in full force and effect until further Order of the Commission.

IT IS SO ORDERED.

BY ORDER OF THE COMMISSION:

  
Chairman

ATTEST:

  
Executive Director

(SEAL)